

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Related to Docket No. 22552

**NOTICE OF FILING FULLY EXECUTED EXHIBIT A TO DEBTORS' MOTION FOR
AN ORDER APPROVING THE STIPULATION AND ORDER WITH RESPECT TO (1)
LIABILITY INSURANCE POLICIES ISSUED BY GENERAL INSURANCE COMPANY
OF AMERICA AND (2) 1994 SETTLEMENT AGREEMENT BETWEEN W. R. GRACE
& CO. AND GENERAL INSURANCE COMPANY OF AMERICA**

PLEASE TAKE NOTICE that on July 20, 2009, the Debtors filed the *Debtors'* Motion for an Order Approving the Stipulation and Order with Respect to (1) Liability Insurance Policies Issued By General Insurance Company of America and (2) General Insurance Company of America (the "Motion") (Docket No. 22552). The Debtors hereby file the attached the fully executed Stipulation which should be substituted as Exhibit A to the Motion.

Dated: July 23, 2009

KIRKLAND & ELLIS LLP
Theodore L. Freedman
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
(212) 446-4800

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

THE LAW OFFICES OF JANET S. BAER, P.C.
Janet S. Baer, P.C.
70 W. Madison, Suite 2100
Chicago, IL. 60602
(312) 641-2162

- and-

PACHULSKI STANG ZIEHL & JONES LLP


Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Execution Copy

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.¹)
Debtors) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
)

**STIPULATION AND ORDER WITH RESPECT TO LIABILITY INSURANCE
POLICIES ISSUED BY GENERAL INSURANCE COMPANY OF AMERICA
AND SETTLEMENT AGREEMENT BETWEEN W. R. GRACE & CO. AND
GENERAL INSURANCE COMPANY OF AMERICA**

The undersigned parties to the above-captioned bankruptcy case, having met and conferred, hereby stipulate and agree as follows:

1. The "Settlement Agreement and Policy Release" between W. R. Grace & Co.-Conn ("Grace") and General Insurance Company of America ("General") dated March 3, 1994 ("the 1994 Agreement") will be listed as an Asbestos Insurance

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circs Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocos Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocos Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace-International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monros Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Settlement Agreement² on Exhibit 5 to the First Amended Joint Plan of Reorganization, as the same may be modified from time to time (the "Plan"), without qualification. For the avoidance of doubt, the phrase that, as of the date of this Stipulation, appears on Exhibit 5 in connection with the 1994 Agreement – "Only the 'Products' coverage portion of the following policies:" – will be deleted, and the parties agree that General is a Settled Asbestos Insurance Company entitled to protection of the Asbestos PI Channeling Injunction under the Plan.

2. The Asbestos Insurance Transfer Agreement – Exhibit 6 to the Plan – will be amended to provide that the Insurance Contributors' rights under the 1994 Agreement will not be transferred to the Asbestos PI Trust. To effect this change, the 1994 Agreement will be removed from Schedule 2 appended to Exhibit 6.

3. The Asbestos Insurance Transfer Agreement will be amended to provide that the Insurance Contributors' rights, if any, under the liability insurance policies that are the subject of the 1994 Agreement will not be transferred to the Asbestos PI Trust. To effect this change, the liability insurance policies that are the subject of the 1994 Agreement will be removed from Schedule 1 appended to Exhibit 6.

4. Upon (a) the modification of Exhibit 5 as called for in paragraph 1 above, (b) the amendment of the Asbestos Insurance Transfer Agreement as called for in paragraphs 2 and 3 above, and (c) the Bankruptcy Court having approved this Stipulation and Order, General shall (i) withdraw all of its objections to the Plan or Plan Documents (as defined in the Plan), to confirmation of the Plan, and to the Debtors' or Plan Proponents' motions or applications in the bankruptcy case (including any appeals of

² Terms shown in initial capital letters have the meaning of those terms as defined in the Plan, unless otherwise defined herein.

decisions in the bankruptcy case); and (ii) be deemed to have released and waived all claims of any nature whatsoever arising under or based upon the 1994 Agreement or any insurance policy subject thereto, except for an Indemnity Claim. For purposes of this Stipulation and Order, the term "Indemnity Claim" shall mean any claim by General against Grace under Section 8 of the 1994 Agreement on account of or with respect to an Asbestos PI Claim.

5. General retains all of the benefits for and protections available to an Asbestos Insurance Entity under the Insurance Neutrality provision (Section 7.15 or any re-numbering thereof) of the Plan.

6. The 1994 Agreement released General from any obligation for insurance coverage (for either defense or indemnity) for asbestos claims of any type (whether "products" or "non-products") under the policies that were the subject of the 1994 Agreement.

7. Consistent with the terms of the 1994 Agreement, neither Grace nor the Asbestos PI Trust will assert any claim against General for insurance coverage (for either defense or indemnity) for asbestos claims of any type (whether "products" or "non-products") under the policies that were the subject of the 1994 Agreement.

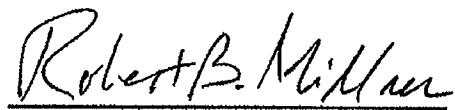
8. General agrees that all Indemnity Claims shall be classified and treated in the Plan as Indirect PI Trust Claims, and any such Indirect PI Trust Claim entitled to payment under the Asbestos PI TDP shall be paid by the Asbestos PI Trust in accordance with the terms of the Asbestos PI TDP (including the Payment Percentage provisions in Section IV thereof).

9. Effective upon the order issuing the Asbestos PI Channeling Injunction as to General becoming a Final Order, General shall automatically and without further

action be deemed to have released and waived all Indemnity Claims as to Grace and the Asbestos PI Trust, and shall not assert any such claim against any of the Debtors, the Reorganized Debtors or the Asbestos PI Trust.

IT IS SO STIPULATED.

Dated: July 17, 2009



Robert B. Millner, Esquire
Christopher E. Prince, Esquire
Sonnenschein Nath & Rosenthal LLP
233 S. Wacker Drive, Suite 7800
Chicago, IL 60606

Frederick B. Rosner, Esquire
Messana Rosner & Stern LLP
10000 N. West Street, Suite 1200
Wilmington, DE 19801

*Counsel for General Insurance
Company of America*

IT IS SO STIPULATED.

Dated: July 20, 2009

Lisa D. Esayian

David M Bernick, Esquire
Lisa Esayian, Esquire
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654

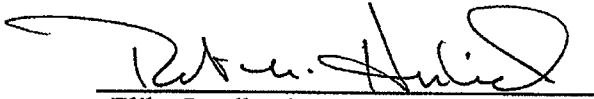
Janet S. Baer, Esquire
The Law Offices of Janet S. Baer P.C.
70 W. Madison St., Suite 2100
Chicago, IL 60602

Laura Davis Jones, Esquire
Jamie O'Neill, Esq.
Pachulski, Stang, Ziehl, Young Jones
& Weintraub
919 North Market Street, 16th Floor
Wilmington, DE 19899-8705

Counsel for the Debtors
W. R. Grace & Co., et al.

IT IS SO STIPULATED.

Dated: July 23, 2009


Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152

Peter Van N. Lockwood, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle NW, Suite 1100
Washington, DC 20005

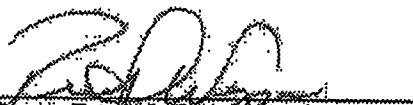
Robert Horkovich, Esquire
Robert Chung, Esquire
Anderson Kill & Olick, P.C.
1251 Avenue of the Americas
New York, NY 10020-1182

Marla Eskin, Esquire
Mark Hurford, Esquire
Campbell & Levine, LLC
800 N. King Street, #300
Wilmington, DE 19801-3549

*Counsel for the Official Committee of
Asbestos Personal Injury Claimants*

IT IS SO STIPULATED.

Dated: July 23, 2009



Roger Frankel, Esquire
Richard H. Wyron, Esquire
Jonathan Guy, Esquire
Orrick, Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street NW
Washington, DC 20005-1706

John C. Phillips, Jr., Esquire
Phillips, Goldman & Spence, P.A.
1200 North Broom Street
Wilmington, DE 19806

*Counsel for David T. Austern,
Asbestos PI Future Claimants'
Representative*

SO ORDERED:

United States Bankruptcy Judge

Dated: _____

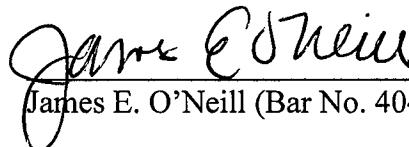
IN THE UNITED STATES BANKRUPTCY COURT
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In re:) Chapter 11
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W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
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Debtors.)
)

CERTIFICATE OF SERVICE

I, James E. O'Neill, hereby certify that on the 23 day of July, 2009, I caused a copy of the following document to be served on the individuals on the attached service list in the manner indicated:

**NOTICE OF FILING AMENDED EXHIBIT A TO DEBTORS' MOTION
FOR AN ORDER APPROVING THE STIPULATION AND ORDER
WITH RESPECT TO (1) LIABILITY INSURANCE POLICIES ISSUED
BY GENERAL INSURANCE COMPANY OF AMERICA AND (2) 1994
SETTLEMENT AGREEMENT BETWEEN W. R. GRACE & CO. AND
GENERAL INSURANCE COMPANY OF AMERICA**



James E. O'Neill (Bar No. 4042)

W. R. Grace 2002 Service List

Case No. 01-1139 (JKF)
Doc. No. 144642
041 – Hand Delivery
004 – Foreign First Class
206 - First Class Mail

(Counsel to Debtors and Debtors in Possession)

Laura Davis Jones, Esquire
James E. O'Neill, Esquire
Pachulski Stang Ziehl & Jones LLP
919 North Market Street, 17th Floor
Wilmington, DE 19899-8705

Hand Delivery

(Copy Service)
Parcels, Inc.
230 North Market Street
P.O. Box 27
Wilmington, DE 19899

Hand Delivery

(Counsel to DIP Lender)
Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

Hand Delivery

(Counsel to Asbestos PI Committee)
Marla Eskin, Esquire
Mark Hurford, Esquire
Campbell & Levine, LLC
800 N. King Street
#300
Wilmington, DE 19801

Hand Delivery

(Counsel to Scotts Company LLC)
Robert J. Stearn, Jr.
Cory D. Kandestin, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery

(Counsel to The Chase Manhattan Bank)
Mark D. Collins, Esquire
Deborah E. Spivack, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery

(Counsel to Maryland Casualty)
Jeffrey C. Wisler, Esquire
Michelle McMahon, Esquire
Connolly Bove Lodge & Hutz LLP
1007 N. Orange Street
P.O. Box 2207
Wilmington, DE 19899

Hand Delivery

(Counsel to Ingersoll-Rand Fluid Products and State of Montana)
Francis A. Monaco, Jr., Esquire
Womble Carlyle Sandridge & Rice LLC
222 Delaware Avenue, 15th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Asbestos PD Committee)
Michael B. Joseph, Esquire
Theodore J. Tacconelli, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 1000
P.O. Box 1351
Wilmington, DE 19899

Hand Delivery

)
Mark S. Chehi
Skadden, Arps, Slate, Meagher & Flom
LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

Hand Delivery

)
Joseph Grey, Esquire
Stevens & Lee
1105 N. Market Street, Suite 700
Wilmington, DE 19801-1270

Hand Delivery

(Counsel to Official Committee of
Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246

Hand Delivery

)
Laurie Selber Silverstein, Esquire
Potter Anderson & Corroon LLP
1313 N. Market Street, 6th Floor
P.O. Box 951
Wilmington, DE 19899

Hand Delivery

(United States Trustee)
David Klauder, Esquire
Office of the United States Trustee
844 King Street, Suite 2207
Wilmington, DE 19801

Hand Delivery

(Counsel for Reaud, Morgan & Quinn,
Inc.
and Environmental Litigation Group,
PC)
Kathleen Miller, Esquire
Smith, Katzenstein & Furlow LLP
800 Delaware Avenue, 7th Floor
P.O. Box 410
Wilmington, DE 19899

Hand Delivery

(Counsel to Century Indemnity
Company)
Curtis Crowther, Esquire
White and Williams LLP
824 North Market Street, Suite 902
P.O. Box 709
Wilmington, DE 19801

Hand Delivery

(Counsel to First Union Leasing)
John D. Demmy, Esquire
Stevens & Lee, P.C.
1105 N. Market Street, Suite 700
Wilmington, DE 19801-1270

Hand Delivery

(Counsel to Mark Hankin and HanMar
Associates, Fireman's Fund Insurance
Co.)
Thomas G. Whalen, Esquire
Stevens & Lee, P.C.
1105 N. Market Street, 7th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Equity Committee)
Teresa K.D. Currier, Esquire
Saul Ewing
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899

Hand Delivery

(Counsel to Union Tank Car Company)
Rachel B. Mersky, Esquire
Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
Wilmington, DE 19801

Hand Delivery

(Counsel to The Delaware Division of Revenue)
Allison E. Reardon
Delaware Division of Revenue
820 N. French Street
8th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to the Libby Mine Claimants)
Steven K. Kortanek, Esquire
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
919 Market Street, Suite 1000
Wilmington, DE 19801

Hand Delivery

(L.A. Unified School District)
William F. Taylor, Jr., Esquire
McCarter & English, LLP
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, Delaware 19899

Hand Delivery

(Counsel for David T. Austern)
John C. Phillips, Jr., Esquire
Phillips, Goldman & Spence, P.A.
1200 North Broom Street
Wilmington, DE 19806

Hand Delivery

(Counsel to Libby Claimants)
Adam G. Landis, Esquire
Kerri K. Mumford, Esquire
Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, DE 19801

Hand Delivery

(Counsel to Brayton Purcell, LLP)
Daniel K. Hogan, Esquire
The Hogan Firm
1311 Delaware Avenue
Wilmington, DE 19806

Hand Delivery

(Counsel to Allstate Insurance Company)
James S. Yoder, Esquire
White and Williams LLP
824 Market Street, Suite 902
Wilmington, DE 19899-0709

Hand Delivery

(Counsel to Everest Reinsurance Company and Mt. McKinley Insurance Company)
Brian L. Kasprzak, Esquire
Marks, O'Neill, O'Brien and Courtney, P.C.
913 North Market Street
Suite 800
Wilmington, DE 19801

Hand Delivery

(Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon America Insurance Co and Unigard Insurance Co)
David P. Primack, Esquire
Drinker Biddle & Reath LLP
1100 North Market Street
Suite 1000
Wilmington, DE 19801-1254

Hand Delivery

(Counsel to Anderson Memorial Hospital)
Christopher D. Loizides, Esquire
Loizides & Associates
Legal Arts Bldg.
1225 King Street, Suite 800
Wilmington, DE 19801

Hand Delivery

(Counsel to PacifiCorp)
Richard S. Cobb, Esquire
Megan N. Harper, Esquire
Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, DE 19801

Hand Delivery

(Counsel to CNA Financial Corporation)
Carmella P. Keener, Esquire
Rosenthal, Monhait, Gross & Goddess, P.A.
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899-1070

Hand Delivery

(Counsel to State of California, Dept. of General Svcs)
Tobey M. Daluz, Esquire
Leslie C. Heilman, Esquire
Ballard Spahr Andrews & Ingersoll, LLP
919 N. Market Street, 12th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Sealed Air Corporation)
Mark S. Chehi, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

Hand Delivery

(Counsel to Zonolite Attic Litigation Plaintiffs and Gamma Holding, NV)
William D. Sullivan, Esquire
4 E. 8th Street, Suite 400
Wilmington, DE 19801

Hand Delivery

(Attorneys for PPG Industries, Inc.)
William M. Aukamp, Esquire
Archer & Greiner
300 Delaware Avenue, Suite 1370
Wilmington, DE 19801

Hand Delivery

)
Robert Jacobs, Esquire
Maria Rosoff Eskin
Jacobs & Crumplar, P.A.
2 East 7th Street
P.O. Box 1271
Wilmington, DE 19899

Hand Delivery

(Counsel to Macerich Fresno LP)
William P. Bowden, Esquire
Amanda M. Winfree, Esquire
Ashby & Geddes, P.A.
500 Delaware Avenue, 8th Floor
Wilmington, DE 19899

Hand Delivery

(Counsel to PDFCR)
Karl Hill, Esquire
Seitz, Van Ogtrop & Green, P.A.
222 Delaware Avenue, Suite 1500
P.O. Box 68
Wilmington, DE 19899

Hand Delivery

(Counsel to Arrowood Indemnity, U.S.
Fire Insurance, Royal Insurance)
Ian Connor Bifferato, Esquire
Garvan F. McDaniel, Esquire
Bifferato LLC
800 King Street, First Floor
P.O. Box 2165
Wilmington, DE 19899-2165

Hand Delivery

(Counsel to Federal Insurance Co.)
Barry M. Klayman, Esquire
Cozen O'Connor
1201 N. Market Street
Suite 1400
Wilmington, DE 19801

Hand Delivery

(Counsel to Mian Realty, LLC)
Norman L. Pernick, Esquire
J. Kate Stickles, Esquire
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801

Foreign First Class Mail

(Canadian Counsel to Debtor)
Derrick C. Tay
Ogilvy Renault LLP
Suite 3800
Royal Bank Plaza, South Tower
200 Bay Street
P.O. Box 84
Toronto, Ontario M5J 2Z4
CANADA

Foreign First Class Mail

(Counsel to Canadian ZAI Claimants)
Yves Lauzon, Esquire
Michel Belanger, Esquire
LAUZON BELANGER, INC..
286 St. Paul West
Montréal (Quebec) H2Y 2A3

Foreign First Class Mail

(Counsel to Her Majesty the Queen in
Right of Canada as represented by The
Attorney General of Canada)
Jacqueline Dais-Visca, Senior Counsel
Business Law Section
The Exchange Tower
King Street West 3400
C.P. 36
Toronto, Ontario M5X 1K6

Foreign First Class Mail

)
Gordon A. Davies
Chief Legal Officer
Nortel
195 The West Mall
Toronto, Ontario M9C 5K1

First Class Mail

)
Secretary of State
Division of Corporations
Franchise Tax
P.O. Box 7040
Dover, DE 19903

First Class Mail

)
Cindy Schultz
Ingersoll-Rand Fluid Products
One Aro Center
P.O. Box 151
Bryan, OH 43506

First Class Mail

)
John P. Dillman, Esquire
Linebarger Heard Goggan Blair
Graham Peña & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

First Class Mail

(Tennessee Department of Environment and Conservation – Superfund)
Paul G. Sumers, Esquire
TN Attorney General's Office, Bankr.
Unit
P.O. Box 20207
Nashville, TN 37202-0207

First Class Mail

)
Danice Sims
P.O. Box 66658
Baton Rouge, LA 70896

First Class Mail

(Counsel to Toyota Motor Credit)
Robert T. Aulgur, Jr., Esquire
P.O. Box 617
Odessa, DE 19730

First Class Mail

)
Attn: Diane Stewart
Peoples First Community Bank
P.O. Box 59950
Panama City, FL 32412-0950

First Class Mail

)
Steven B. Flancher, Esquire
Assistant Attorney General
Department of Attorney General
Revenue and Collections Division
P.O. Box 30754
Lansing, MI 48909

First Class Mail

(Counsel to The Texas Comptroller of Public Accounts)
Mark Browning, Esquire
Assistant Attorney General
c/o Sherri K. Simpson, Legal Assistant
Office of the Attorney General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, TX 78711-2548

First Class Mail

(Comptroller of Public Accounts of the State of Texas)
William A. Frazell, Esquire
Assistant Attorney General
Bankruptcy & Collections Division
P.O. Box 12548
Austin, TX 78711-2548

First Class Mail

)
General Motors Acceptance Corporation
P.O. Box 5055
Troy, MI 48007-5055

First Class Mail

(Missouri Department of Revenue)
Missouri Department of Revenue
Bankruptcy Unit
Gary L. Barnhart
PO Box 475
Jefferson City, MO 65105-0475

First Class Mail

(Peters, Smith & Company)
Mr. Charles C. Trascher III, Esquire
Snellings, Breard, Sartor, Inabnett & Trascher, LLP
PO Box 2055
Monroe, LA 71207

First Class Mail

)
Margaret A. Holland
Deputy Attorney General
New Jersey Attorney General's Office
Division of Law
R.J. Hughes Justice Complex
P.O. Box 106
Trenton, NJ 08625

First Class Mail

)
Rachel Jeanne Lehr
Deputy Attorney General
Office of the Attorney General
R.J. Hughes Justice Complex
P.O. Box 093
Trenton, NJ 08625

First Class Mail

)
Mr. Mark Hankin
HanMar Associates, M.L.P.
P.O. Box 26767
Elkins Park, PA 19027

First Class Mail

(Counsel to the City of Knoxville)
Hillary Browning-Jones
Assistant City Attorney
P.O. Box 1631
Knoxville, TN 37901

First Class Mail

)
Xerox Capital Services, LLC
P.O. Box 660502
Dallas, TX 75266-0502

First Class Mail

)
Trade-Debt.Net
2 Stamford Plaza #1501
Stamford, CT 06901-3263

First Class Mail

(Counsel to Iowa Dept. of Revenue)
John Waters, Esquire
Iowa Department of Revenue
Collections Section
P.O. Box 10457
Des Moines, IA 50306

First Class Mail

(Co-Counsel to Debtor)
David Boutrous, Esquire
Kirkland & Ellis
300 North LaSalle
Chicago, IL 60654

First Class Mail

(Co-Counsel to Debtor)
The Law Offices of Janet S. Baer P. C.
70 W. Madison St., Suite 2100
Chicago, IL 60602

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(W. R. Grace & Co.)
Mark Shelnitz
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

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Rita Tobin, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152-3500

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New York, NY 10038-4982

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Bilzin Sumberg Baena Price & Axelrod
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200 South Biscayne Blvd
Miami, FL 33131

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Doug Mannal
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

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(Counsel to Sealed Air Corporation)
D. J. Baker, Esquire
Skadden, Arps, Slate, Meagher & Flom
LLP
Four Times Square
New York, NY 10036

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)
Todd Meyers, Esquire
Kilpatrick Stockton
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

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)
Office of Reorganization
Securities & Exchange Commission
Suite 1000
3475 Lenox Road, N.E.
Atlanta, GA 30326-1232

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)
Internal Revenue Service
Attn: Insolvency
31 Hopkins Plaza, Room 1150
Baltimore, MD 21201

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)
Michael A. Berman
Securities & Exchange Commission
Office of General Counsel-Bankruptcy
100 F Street, NE
Washington, DC 20549

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U.S. Department of Justice
Environmental Enforcement Section
1961 Stout Street
Floor 8
Denver, CO 80294-1961

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)
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McGarvey, Heberling, Sullivan &
McGarvey PC
745 South Main Street
Kalispel, MT 59901

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(Counsel to DIP Lender)
David S. Heller, Esquire
Latham & Watkins
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

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)
Charles E. Boulbol, Esquire
26 Broadway, 17th Floor
New York, NY 10004

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)
Ira S. Greene, Esquire
Hogan & Hartson LLP
875 Third Avenue
New York, NY 10022-6225

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2399 Highway 34 #C1
Manasquan, NJ 08736-1500

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Steven J. Johnson, Esquire
Gibson, Dunn & Crutcher LLP
1881 Page Mill Road
Palo Alto, CA 94304-1125

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Schneider National, Inc.
P.O. Box 2545
3101 S. Packerland
Green Bay, WI 54306

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Jeffrey E. Stone, Esquire
Lewis S. Rosenbloom, Esquire
McDermott, Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096

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)
Charles L. Finke, Assistant General
Counsel
Brad Rogers, Esquire
Office of the General Counsel
Pension Benefit Guaranty Corp
1200 K. Street, N. W.
Washington, D.C. 20005-4026

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)
Pamela Zilly
Richard Shinder
Barry Korn
The Blackstone Group
345 Park Avenue, 30th Floor
New York, NY 10154

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)
Jan M. Hayden
William H. Patrick
Heller, Draper, Hayden, Patrick & Horn,
L.L.C.
650 Poydras Street, Suite 2500
New Orleans, LA 70130-6103

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(Counsel to Asbestos Claimants)
Michael J. Hanners, Esquire
Silber Pearlman, LLP
3102 Oak Lawn Ave., Ste. 400
Dallas, TX 75219-6403

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)
Alan R. Brayton, Esquire
Brayton & Purcell
222 Rush Landing Road
Novato, CA 94945

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)
Jonathan W. Young
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

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Russell W. Budd
Baron & Budd, P.C.
3102 Oak Lawn Avenue, P.O. Box 8705
Dallas, TX 75219

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)
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Nathaniel Peter Holzer, Esquire
Jordan, Hyden, Womble & Culbreth,
P.C.
500 N. Shoreline Blvd., Suite 900
Corpus Christi, TX 78471

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)
The Mills Corporation
Ontario Mills LP
Legal Department
225 W. Washington Street
Indianapolis, IN 46204-3435

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)
T. Kellan Grant
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

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)
The Gibson Law Firm, PLLC
447 Northpark Drive
Ridgeland, MS 39157

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)
Paul M. Baisier, Esquire
SEYFARTH SHAW
1545 Peachtree Street
Suite 700
Atlanta, GA 30309

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)
Christopher L. Beard, Esquire
The Beard Group
502 W. Patrick Street
Frederick, MD 21701

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)
Bernice Conn, Esquire
Robins, Kaplan, Miller & Ciresi LLP
2049 Century Park East, Suite 3700
Los Angeles, CA 90067

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Laurence G. Tien, Esquire
Williams Kherkher Hart & Boundas,
LLP
8441 Gulf Freeway, Suite #600
Houston, TX 77017

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)
Delta Chemical Corporation
2601 Cannery Avenue
Baltimore, MD 21226-1595

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)
Steven T. Hoort, Esquire
Ropes & Gray
One International Place
Boston, MA 02110-2624

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Peter Van N. Lockwood, Esquire
Julie W. Davis, Esquire
Trevor W. Swett, III, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle, N.W.
Washington, DC 20005

First Class Mail

)
Peter A. Chapman
572 Fernwood Lane
Fairless Hills, PA 19030

First Class Mail

)
Paul M. Matheny
The Law Offices of
Peter G. Angelos, P.C.
210 W. Pennsylvania Avenue
Suite 300
Towson, MD 21204-4546

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)
Michael J. Urbis
Jordan, Hyden, Womble & Culbreth,
P.C.
1534 E. 6th Street, Suite 104
Brownsville, TX 78520

First Class Mail

)
Mary A. Coventry
Sealed Air Corporation
200 Riverfront Blvd.
Elmwood Park, NJ 07407-1033

First Class Mail

)
Katherine White
Sealed Air Corporation
200 Riverfront Boulevard
Elmwood Park, NJ 07407

First Class Mail

)
Joseph T. Kremer, Esquire
Lipsitz, Green, Fahringer, Roll,
Salisbury & Cambria, LLP
42 Delaware Avenue, Suite 300
Buffalo, NY 14202

First Class Mail

)
Paul D. Henderson, Esquire
Paul D. Henderson, P.C.
712 Division Avenue
Orange, TX 77630

First Class Mail

)
Elizabeth S. Kardos, Esquire
Gibbons P.C.
One Gateway Center
Newark, NJ 07102-5310

First Class Mail

(Counsel to Public Service Electric and
Gas Company)
William E. Frese, Esquire
Attn: Sheree L. Kelly, Esquire
80 Park Plaza, T5D
P.O. Box 570
Newark, NJ 07101

First Class Mail

(Counsel to Official Committee of
Unsecured Creditors)
William S. Katchen, Esquire
Duane Morris LLP
744 Broad Street
Suite 1200
Newark, NJ 07102-3889

First Class Mail

(Counsel to numerous asbestos claimants)
Scott W. Wert, Esquire
Foster & Sear, LLP
817 Greenview Drive
Grand Prairie, TX 75050

First Class Mail

(Counsel to Berry & Berry)
C. Randall Bupp, Esquire
Bardelli, Straw & Cavin LLP
2000 Crow Canyon Place
Suite 330
San Ramon, CA 94583

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)
Anton Volovsek
191 Battle Ridge Road
Kooskia, ID 83539-5072

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(Counsel to Weatherford U.S. Inc., and

Weatherford International Inc.)

Peter S. Goodman, Esquire
Andrews & Kurth LLP
450 Lexington Avenue, 15th Floor
New York, NY 10017

First Class Mail

)
Jonathan H. Alden, Esquire
Assistant General Counsel
3900 Commonwealth Boulevard, MS 35
Tallahassee, FL 32399-3000

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)
State Library of Ohio
c/o Michelle T. Sutter
Revenue Recovery
Office of the Attorney General
150 East Gay Street, 23rd Floor
Columbus, OH 43215

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)
Rosa Dominy
Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

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)
Greif, Inc.
Attn: Credit Department
366 Greif Parkway
Delaware, OH 43015

First Class Mail

(Counsel to SAP America, Inc.)
Stephanie Nolan Deviney
Brown & Connery, LLP
360 Haddon Avenue
P.O. Box 539
Westmont, NJ 08108

First Class Mail

)
Margaret Ann Nolan, County Solicitor
Camela Chapman, Senior Assistant
County Solicitor
Howard County Office of Law
George Howard Building
3430 Courthouse Drive, 3rd Floor
Ellicott City, MD 21043

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)
M. Diane Jasinski, Esquire
Michael D. Hess
Corporation Counsel of the City of New
York
100 Church Street, Room 6-127
New York, NY 10007

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)
Janet Napolitano
Robert R. Hall
Russell W. Savory
1275 West Washington Street
Phoenix, AZ 85007-1278

First Class Mail

)
Russell W. Savory
Gotten, Wilson & Savory, PLLC
88 Union Avenue, 14th Floor
Memphis, TN 38103

First Class Mail

)
Credit Manager
Belz Enterprises
100 Peabody Place, Suite 1400
Memphis, TN 38103

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)
James P. Ruggeri
Scott A. Shail
Hogan & Harton L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

First Class Mail

)
Daniel H. Slate, Esquire
Hughes Hubbard & Reed LLP
350 South Grand Avenue
Los Angeles, CA 90071-3442

First Class Mail

)
Andrea L. Hazzard, Esquire
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004-1482

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)
Authur Stein, Esquire
1041 W. Lacey Road
P.O. Box 1070
Forked River, NJ 08731-6070

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)
Robert H. Rosenbaum, Esquire
M. Evan Meyers, Esquire
Meyers, Rodbell & Rosenbaum, P.A.
Berkshire Building
6801 Kenilworth Avenue, Suite 400
Riverdale, MD 20737-1385

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)
Colin D. Moore
Provost & Umphrey
Law Firm, L.L.P.
490 Park Street
Beaumont, TX 77704

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)
Kevin James
Deputy Attorney General
1515 Clay Street, 20th Floor
Oakland, CA 94612-1413

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)
Dorine Vork, Esquire
Stibbe, P.C.
489 Fifth Avenue, 32nd Floor
New York, NY 10017

First Class Mail

)
Suexirda Prayaga
7365 MacLeod Lane
Ofallon, MO 63366

First Class Mail

)
Bart Hartman
Treasurer – Tax Collector
Attn: Elizabeth Molina
1600 Pacific Highway, Room 162
San Diego, CA 92101

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)
David Aelvoet, Esquire
Linebarger Goggan Blair Graham Pena
& Sampson, LLP
Travis Park Plaza Building
711 Navarro, Suite 300
San Antonio, TX 78205

First Class Mail

)
Robert Cimino, Esquire
Suffolk County Attorney
Attn: Diane Leonardo Beckmann, Asst.
County
H. Lee Dennison Building
100 Veterans Memorial Highway
P.O. Box 6100
Hauppauge, NY 11788-0099

First Class Mail

(Counsel to Dow Chemical Company,
Hampshire Chemical Corporation and
Union
Carbide Corporation)
Kathleen Maxwell
Legal Department
The Dow Chemical Company
2030 Dow Center/Office 732
Midland, MI 48674

First Class Mail

(The Dow Chemical Company)
Anne Marie P. Kelley, Esquire
Dilworth Paxson, LLP
Liberty View – Suite 700
457 Haddonfield Road
Cherry Hill, NJ 08002

First Class Mail

(Counsel to General Electric Capital
Corporation)
Ronald S. Beacher, Esquire
Pitney, Hardin, Kipp & Szuch LLP
7 Times Square
New York, NY 10036-6524

First Class Mail

)
Gina Baker Hantel, Esquire
Attorney General Office
Bankruptcy Division
State of Tennessee
425 5th Avenue North, Floor 2
Nashville, TN 37243

First Class Mail

)
Jeffrey L. Glatzer, Esquire
Anderson, Kill & Olick, P.C.
1251 Avenue of the Americas
New York, NY 10020-1182

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)
Attn: Ted Weschler
Peninsula Capital Advisors, L.L.C.
404 East Main Street
Second Floor
Charlottesville, VA 22902

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)
E. Katherine Wells, Esquire
South Carolina Department of Health
and Environmental Control
2600 Bull Street
Columbia, SC 29201-1708

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James M. Garner, Esquire
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Hilbert, L.L.C.
909 Poydras Street
Suite 2800
New Orleans, LA 70112-1033

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)
William H. Johnson, Esquire
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, VA 23510-9242

First Class Mail

(Counsel to Wells Fargo Bank
Minnesota, National Association)
Pillsbury Winthrop LLP
1540 Broadway #9
New York, NY 10036-4039

First Class Mail

(Counsel to Wells Fargo Bank
Minnesota, National Association)
Craig Barbarosh, Esquire
Pillsbury Winthrop LLP
650 Town Center Drive, Suite 550
Costa Mesa, CA 92626-7122

First Class Mail

(Counsel to Aldine Independent School
District)
Aldine Independent School District
Jonathan C. Hantke, Esquire
Pamela H. Walters, Esquire
14910 Aldine-Westfield Road
Houston, TX 77032

First Class Mail

)
DAP Products, Inc.
c/o Julien A. Hecht, Esquire
2400 Boston Street, Suite 200
Baltimore, MD 21224

First Class Mail

(Counsel to Asbestos Claimants)
Deirdre Woulfe Pacheco, Esquire
Wilentz, Goldman & Spitzer
90 Woodbridge Center Drive
P.O. Box 10
Woodbridge, NJ 07095

First Class Mail

(Counsel to Occidental Permian, Ltd.)
John W. Havins, Esquire
Havins & Associates PC
2211 Norfolk
Suite 525
Houston, TX 77098

First Class Mail

(Counsel to Fireman's Fund Insurance
Company)
Leonard P. Goldberger, Esquire
Stevens & Lee, P.C.
1818 Market Street, 29th Floor
Philadelphia, PA 19103-1702

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(Counsel to Anderson Memorial
Hospital)
Daniel A. Speights, Esquire
Speights & Runyan
200 Jackson Avenue, East
P.O. Box 685
Hampton, SC 29924

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)
Donna J. Petrone, Esquire
ExxonMobil Chemical Company
Law Department – Bankruptcy
13501 Katy Freeway, Room W1-562
Houston, TX 77079-1398

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(Counsel to Potash Corp.)
David W. Wirt, Esquire
Winston & Strawn
35 West Wacker Drive
Chicago, IL 60601

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(Counsel for Reaud, Morgan & Quinn, Inc.
and Environmental Litigation Group, PC)
Sander L. Esserman, Esquire
Robert T. Brousseau, Esquire
Van J. Hooker, Esquire
Stutzman Bromberg, Esserman & Plifka PC
2323 Bryan Street, Suite 2200
Dallas, TX 75201

First Class Mail

Glen W. Morgan, Esquire
Reaud, Morgan & Quinn, Inc.
801 Laurel
Beaumont, TX 77701

First Class Mail

(Counsel to Huntsman Corporation)
Randall A. Rios
Floyd, Isgur, Rios & Wahrlich, P.C.
700 Louisiana, Suite 4600
Houston, TX 77002

First Class Mail

(Zonolite Attic Litigation Plaintiffs)
Elizabeth J. Cabraser, Esquire
Lieff, Cabraser, Heimann & Bernstein, LLP
Embacadero Center West, 30th Floor
275 Battery Street
San Francisco, CA 94111

First Class Mail

(Zonolite Attic Litigation Plaintiffs)
Thomas M. Sobol, Esquire
Hagens Berman LLP
One Main Street, 4th Floor
Cambridge, Massachusetts 02142

First Class Mail

(Zonolite Attic Litigation Plaintiffs)
Robert M. Fishman, Esquire
Shaw Gussis Domanskis Fishman & Glantz
321 N. Clark Street
Suite 800
Chicago, Illinois 60610

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)
Edward H. Tillinghast, III, Esquire
Sheppard, Mullin, Richter & Hampton LLP
Twenty-fourth Floor, 30 Rockefeller Plaza
New York, NY 10112

First Class Mail

(Counsel to Marco Barbanti)
Darrell W. Scott
The Scott Law Group
926 W. Sprague Ave., Suite 680
Spokane, WA 99201-5071

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(The Baupost Group LLC)
Gary M. Becker, Esquire
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

First Class Mail

(Attorney General of
PA (Commonwealth of PA, Dept. of
Revenue)
Christopher R. Momjian
Senior Deputy Attorney General
I.D. No. 057482
Office of Attorney General
21 S. 12th Street, 3rd Floor
Philadelphia, PA 19107-3603

First Class Mail

)
Denise A. Kuhn
Office of Attorney General
21 S. 12th Street, 3rd Floor
Philadelphia, PA 19107-3603

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(Snack, Inc.)
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166

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(Snack, Inc.)
Vahe Melkonian
Newco Management Company, LLC
6320 Canoga Avenue, Suite 1430
Woodland Hills, CA 91367

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the Fisher Trust)
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Corbett, Steelman & Specter
18200 Von Karman Avenue, Suite 900
Irvine, CA 92612

First Class Mail

William A. Grubbs, Jr.
Southeast Region Assistant Controller
AON Consulting Inc.
1100 Reynolds Boulevard
Winston-Salem, NC 27105

First Class Mail

)
Michael Selig
Westover Investments, L.L.C.
555 Old Garth Road
Charlottesville, VA 22901

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(Hearthsides Residential Corp.)
Allan H. Ickowitz, Esquire
Nossaman, Guthner, Knox & Elliott,
LLP
445 South Figueroa Street, 31st Floor
Los Angeles, CA 90071

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(Georgia Department of Revenue)
Oscar B. Fears, III
Office of the Attorney General
40 Capitol Square, SW
Atlanta, GA 30334

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)
Philip J. Ward
Victoria Radd Rollins
Williams & Connolly LLP
725 Twelfth Street NW
Washington, DC 20005

First Class Mail

)
Larry A. Feind
133 Peachtree Street, N.E.
7th Floor
Atlanta, GA 30303

First Class Mail

(Counsel to County Of Dallas)
Elizabeth Weller
Linebarger Goggan Blair & Sampson,
LLP
2323 Bryan Street, Suite 1720
Dallas, TX 75201-2691

First Class Mail

(Counsel to Travelers Casualty and
Surety Company)
Lynn K. Neuner, Esquire
Simpson, Thacher, & Bartlett
425 Lexington Avenue
New York, NY 10017-3954

First Class Mail

(Counsel to Kaneb Pipe Line Operating
Partnership LP and Support Terminal
Services, Inc.)
Gerald G. Pecht, Esquire
Fulbright & Jaworski, LLP
1301 McKinney, Suite 5100
Houston, TX 77010-3095

First Class Mail

)
Jonathan D. Berger, Esquire
Russell Henkin, Esquire
Berger & Montague, P.C.
1622 Locust Street
Philadelphia, PA 19103-6365

First Class Mail

(Counsel to Novak Landfill RD/RA
Group)
Richard G. Placey, Esquire
Montgomery, McCracken, Walker &
Rhoads LLP
123 South Broad Street
Avenue of the Arts
Philadelphia, PA 19109

First Class Mail

)
DACA V, LLC
Attn: Julie Bubnack
1565 Hotel Cir S
Ste 310
San Diego, CA 92108-3419

First Class Mail

(Counsel to Lawson Electric Co.)
Ronald D. Gorsline
Chambliss, Bahner, & Stophel, P.C.
1000 Tallan Building, Ste. 1000
Two Union Square
Chattanooga, TN 37402-2552

First Class Mail

)
Jon Bauer
Contrarian Capital Management, LLC
411 West Putnam Avenue, Suite 225
Greenwich, CT 06830

First Class Mail

(Counsel to County of San Diego)
Martha E. Romero, Esquire
6516 Bright Avenue
Whittier, CA 90601-4503

First Class Mail

(Counsel to National Union Fire
Insurance Co. of Pittsburgh, PA)
Michael S. Davis, Esquire
Zeichner Ellman & Krause
575 Lexington Avenue
10th Floor
New York, NY 10022

First Class Mail

(Counsel to The Burlington Northern
and Santa Fe Railway Company)
Richard A. O'Halloran, Esquire
Burns, White & Hickton, LLC
100 Four Falls, Suite 515
1001 Conshohocken State Road
West Conshohocken, PA 19428

First Class Mail

(Counsel to Westcor)
Don C. Fletcher, Esquire
The Cavanagh Firm, P.A.
1850 North Central Avenue
Suite 2400
Phoenix, AZ 85004

First Class Mail

(Carteret Venture)
Mr. Harvey Schultz
The Schultz Organization
4 Woods End
Ocean, NJ 07712-4181

First Class Mail

(Counsel to State of New York, Dept. of
Taxation and Finance)
Barbara G. Billet, Esquire
Elaine Z. Cole, Esquire
New York State Department of Taxation
and Finance
340 E. Main Street
Rochester, NY 14604

First Class Mail

(Special Counsel to Debtors)
James J. Restivo, Esquire
Reed Smith LLP
435 Sixth Avenue
Pittsburgh, PA 15219

First Class Mail

(Counsel to West Group)
Michael S. Sandberg, Esquire
Hellmuth & Johnson, PLLC
10400 Viking Drive, Suite 560
Eden Prairie, MN 55344

First Class Mail

(Counsel to Certain Underwriters at
Lloyd's London)
Thomas J. Quinn, Esquire
Mendes & Mount, LLP
750 Seventh Avenue
New York, NY 10019-6829

First Class Mail

(Counsel to the U.S. Environmental
Protection Agency)
Jerel L. Ellington, Esquire
U.S. Department of Justice
Environment and Natural Resource
Division
Environmental Enforcement Section
1961 Stout Street – 8th Floor
Denver, CO 80294

First Class Mail

(Counsel to the State of Minnesota)
Ann Beimdiek Kinsella
Assistant Attorney General
445 Minnesota Street, Suite 1200
St. Paul, MN 55101-2127

First Class Mail

(Counsel to Union Tank Car Company)
Deborah L. Thorne, Esquire
FabelHaber LLC
55 East Monroe Street, 40th Floor
Chicago, IL 60603

First Class Mail

)
Brad N. Friedman
Rachel Fleishman
Milberg Weiss Bershad Hynes & Lerach
LLP
One Pennsylvania Plaza
New York, NY 10119-0165

First Class Mail

(Counsel to Ben Bolt-Palito-Blanco ISD, Brownsville ISD, Cameron County, Hidalgo County, Orange Grove, Orange Grove ISD, Premont ISD)
Lori Gruver Robertson, Esquire
Linebarger Goggan Blair Pena & Sampson, LLP
1949 South I.H. 35 (78741)
P.O. Box 17428
Austin, TX 78760

First Class Mail

(Counsel to James Grau, Anna Grau and Harry Grau & Sons, Inc.)
Edward L. Jacobs, Esquire
Bankemper & Jacobs
The Shaw House
26 Audubon Place
P.O. Box 70
Fort Thomas, KY 41075-0070

First Class Mail

(Counsel to Royal Insurance)
Carl Pericone, Esquire
Wilson, Elser, Moskowitz, Edelman, Dicker LLP
150 East 42nd Street
New York, NY 10019-5639

First Class Mail

(Counsel to Cornell University)
Anthony F. Parise
Cornell University
Office of University Counsel
300 CCC Building, Garden Avenue
Ithaca, NY 14853-2601

First Class Mail

(Counsel to the Libby Mine Claimants)
Daniel C. Cohn, Esquire
Christopher M. Candon, Esquire
Cohn Whitesell & Goldberg LLP
101 Arch Street
Boston, MA 02110

First Class Mail

(Counsel to Town of Acton, MA)
Thomas O. Bean
McDermott, Will & Emery
28 State Street
34th Floor
Boston, MA 02109-1775

First Class Mail

(Federal Insurance Company)
Jacob C. Cohn, Esquire
Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103

First Class Mail

)
Contrarian Capital Trade Claims LP
Attn: Alisa Minsch
411 W. Putnam Ave. S-225
Greenwich, CT 06830-6263

First Class Mail

)
Debt Acquisition Co of America V LLC
1565 Hotel Cir S
Suite 310
San Diego, CA 92108-3419

First Class Mail

)
Longacre Master Fund Ltd.
Attn: Maurie Shalome
810 7th Avenue, 33rd Fl.
New York, NY 10019-5818

First Class Mail

)
Sierra Asset Management LLC
2699 White Rd., Ste. 225
Irvine, CA 92614-6264

First Class Mail

(Counsel for State Street Global Advisors)
Daniel M. Glosband, P.C.
Goodwin Procter LLP
Exchange Place
Boston, MA 02109

First Class Mail

)
John Preefer
128 Willow St Apt 6B
Brooklyn, NY 11201

First Class Mail

)
Michael B. Schaadle, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103

First Class Mail

)
Peter B. McGlynn, Esquire
Bruce D. Levin, Esquire
Bernkopf Goodman LLP
125 Summer Street, Suite 1300
Boston, MA 02110

First Class Mail

(Counsel to David Austern, the Future Claimants' Representative)
Roger Frankel, Esquire
Richard H. Wyron, Esquire
Orrick, Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street, N.W.
Washington, DC 20005-1706

First Class Mail

)
Lauren Holzman
Claims Processor
Euler Hermes ACI
800 Red Brook Boulevard
Owings Mills, MD 21117

First Class Mail

(Counsel to Keri Evans, on behalf of herself and all others similarly situated as Plaintiff in ERISA litigation, Civil Action No. 04-11380)

Michael S. Etkin, Esquire
Ira M. Levee, Esquire
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, NJ 07068

First Class Mail

(Counsel to Charlotte Transit Center, Inc.)

Amy Pritchard-Williams, Esquire
Margaret R. Westbrook, Esquire
Kennedy Covington Lobdell & Hickman, LLP
Hearst Tower, 47th Floor
214 N. Tryon Street
Charlotte, NC 28202

First Class Mail

(Counsel to Ancel Abadic and 410 additional claimants)
Julie Ardoin, Esquire
Julie Ardoin, LLC
2200 Veterans Memorial Boulevard
Suite 210
Kenner, LA 70062-4032

First Class Mail

(Counsel to Allstate Insurance Company)
Stefano Calogero, Esquire
Andrew K. Craig, Esquire
Cuyler Burk, LLP
Parsippany Corporate Center
Four Century Drive
Parsippany, NJ 07054

First Class Mail

(Counsel to Everest Reinsurance Company and Mt. McKinley Insurance Company)
Mark D. Plevin, Esquire
Leslie A. Epley, Esquire
Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004-2595

First Class Mail

(Counsel to The Van Cott, Bagley, Cornwall & McCarthy 401(K) Profit Sharing Plan)
J. Robert Nelson, Esquire
Van Cott, Bagley, Cornwall & McCarthy
50 South Main Street, #1600
P.O. Box 45340
Salt Lake City, UT 84145

First Class Mail

(Counsel to Claimants, American Legion, Catholic Diocese of Little Rock, City of Barnesville, Cherry Hill Plaza, Church of the Most Holy Redeemer, Church of St. Joseph, Church of St. Luke, Church of St. Helena, Church of St. Leo the Great, First United Methodist Church, Fargo Housing Authority, Alvin Foss, State of Washington and Port of Seattle)
Fredrick Jekel, Esquire
Motley Rice LLC
28 Bridgeside Blvd.,
Mt. Pleasant, SC 29464

First Class Mail

(Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon A (Counsel to American Employers Insurance Co, Employers Commercial Union n/k/a OneBeacon America Insurance Co and Unigard Insurance Co)

Michael F. Brown, Esquire
Drinker Biddle & Reath LLP
One Logan Square
18th & Cherry Streets
Philadelphia, PA 19103-6996

First Class Mail

(Counsel to U.S. Fire Insurance Company)
Harry Lee, Esquire
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

First Class Mail

(Counsel to American Premier Underwriters, Inc.)
Matthew J. Siembieda, Esquire
Benjamin G. Stonelake, Esquire
Scott E. Coburn, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103

First Class Mail

(Transfer Agent)
DK Acquisition Partners
65 East 55th Street, 19th Floor
New York, NY 10022

First Class Mail

(Transfer Agent)
Fred Glass
Fair Harbor Capital LLC
1841 Broadway, Suite 1007
New York, NY 10023

First Class Mail

(Counsel to Macerich Fresno LP)
M. David Minnick, Esquire
Michael P. Ellis, Esquire
Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street
San Francisco, CA 94105-2228

First Class Mail

(Counsel to Macerich Fresno LP)
Gerald F. George, Esquire
Pillsbury Winthrop Shaw Pittman LLP
50 Fremont Street
San Francisco, CA 94105-2228

First Class Mail

(Counsel to HRCL and Eaves)
Joseph D. Frank, Esquire
Frank/Gecker LLP
325 North LaSalle Street
Suite 625
Chicago, IL 60610

First Class Mail

(Counsel to all clients of the Robles law firm)
David Jagolinzer, Esquire
Ferraro & Associates, P.A.
Suite 700
4000 Ponce de Leon Blvd.
Miami, FL 33146

First Class Mail

(Counsel to PacifiCorp)
Steven J. McCardell, Esquire
Jared Inouye, Esquire
Durham Jones & Pinegar
111 E. Broadway, Suite 900
Salt Lake City, UT 84111

First Class Mail

(Counsel to the Ad Hoc Committee of Equity Security Holders)
Martin J. Bienenstock, Esquire
Judy G.Z. Liu, Esquire
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

First Class Mail

)
Jeffrey S. Hebrank, Esquire
Carl P. McNulty, II, Esquire
Burroughs, Hepler, Broom, MacDonald, Hebrank & True, LLP
103 West Vandalia Street, Suite 300
Edwardsville, IL 62025-0510

First Class Mail

(Counsel to The Prudential Insurance Company of America)
Joseph L. Schwartz, Esquire
Curtis M. Plaza, Esquire
Craig T. Moran, Esquire
Riker Danzig Scherer Hyland & Perretti LLP
Headquarters Plaza
One Speedwell Avenue
Morristown, NJ 07962-1981

First Class Mail

(Counsel to State of California, Dept. of General Svcs)
Steven J. Mandelsberg, Esquire
Christina J. Kang, Esquire
Hahn & Hessen LLP
488 Madison Avenue
New York, NY 10022

First Class Mail

(Counsel to Dies & Hile LLP)
Pryor Cashman LLP
Richard Levy, Jr., Esquire
7 Times Square
New York, NY 10036-6569

First Class Mail

(Counsel to Citicorp Del-Lease, Inc.
d/b/a Citicorp Dealer Finance)
Sergio I. Scuteri, Esquire
Capehart & Scatchard, P.A.
Suite 300 S
8000 Midlantic Drive
Mount Laurel, NJ 08054

First Class Mail

)
Dr. Anthony Pilavas
25-09 31st Avenue
Astoria, NY 11106

First Class Mail

(Counsel for Personal Injury Claimants)
Hal Pitkow, Esquire
The Falls at Lambertville
351 South Main Street
Lambertville, NJ 08530

First Class Mail

Brian D. Salwowski, Esquire
Office of Attorney General
Indiana Gov. Center South, 5th Floor
302 West Washington Street
Indianapolis, IN 46204-2770

First Class Mail

(Counsel to ZAI)
Edward J. Westbrook, Esquire
Richardson Patrick Westbrook &
Brickman
1037 Chuck Dawley Blvd. – Bldg A
Mount Pleasant, SC 29464

First Class Mail

(Counsel to The Scotts Company LLC)
Robert J. Sidman, Esquire
Tiffany Strelow Cobb, Esquire
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Columbus, OH 43215

First Class Mail

(Counsel to Arrowood Indemnity
Company)
Brad Elias, Esquire
O'Melveny & Myers, LLP
Times Square Tower
7 Times Square
New York, NY 10036

First Class Mail

(Counsel to Hon. Alex. M. Sanders Jr.,
PDFCR)
(Counsel To Hon. A. Sanders Jr.)
Alan B. Rich
Attorney and Counselor
Elm Place
1401 Elm Street, Suite 4620
Dallas, TX 75201

First Class Mail

(Counsel to Anderson Mem. Hosp.)
John W. Kozyak, Esquire
Charles W. Throckmorton, Esquire
David L. Rosendorf, Esquire
Corali Lopez-Castro, Esquire
Kozyak Tropin & Throckmorton, P.A.
2525 Ponce de Leon, 9th Floor
Coral Gables, FL 33134

First Class Mail

(Counsel to Anderson Mem. Hosp.)
Harley E. Riedel, Esquire
Stichter Riedel Blain & Prosser, P.A.
110 E. Madison Street
Suite 200
Tampa, FL 33602

First Class Mail

Kevin Welch, Esquire
Office of General Counsel
Division of Waste Management
First Floor
200 Fair Oaks Lane
Frankfort, KY 40601

First Class Mail

(Co-counsel to Travelers Casualty)

Samuel J. Rubin, Esquire

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017